

**EXHIBIT B**

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**EXHIBIT B****Nondebtor HoldCo Subsidiaries**

The entities listed below are the Nondebtor HoldCo Subsidiaries whose equity interests Grace-Conn. holds in part or in toto that Grace-Conn. currently intends to transfer to the Netherlands HoldCo pursuant to the terms of the Order. The Debtors may in their business judgment add additional nondebtor foreign subsidiaries whose equity interests Grace-Conn. holds in part or in whole to the Nondebtor HoldCo Subsidiaries. The Debtors may also in their business judgment elect not to include one or more of the entities set forth in this Exhibit B to the Motion in the Nondebtor HoldCo Subsidiaries.

**The Nondebtor HoldCo Subsidiaries**


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Grace Australia Pty. Ltd.	Amicon B.V. Netherlands
W. R. Grace (Hong Kong) Limited	Grace Sp. z.o.o. (Poland)
W. R. Grace Specialty Chemicals (Malaysia) Sdn. Bhd.	Grace Hellas E.P.E.
Grace China Ltd.	W. R. Grace Italiana S.p.A.
Grace (New Zealand) Limited	W. R. Grace Africa (Pty.) Limited
W. R. Grace (Philippines), Inc.	Grace Canada Inc.
W. R. Grace (Thailand) Ltd.	W. R. Grace Finance (NRO) Ltd.
Grace AB (Sweden)	GEC Divestment Corporation Ltd.
Grace S.A. (Belgium)	Grace Venezuela, S.A.
Grace Europe Holding GmbH	Inversiones GSC, S.A. (Venezuela)
W. R. Grace S.A. (France)	Grace Colombia S.A.
Darex UK Limited	W.R.G. Colombia S.A.
W. R. Grace Limited (UK)	W. R. Grace Holdings S.A. de C.V.
Grace Construction Products (Ireland) Limited	Amicon Ireland Limited